

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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:
In re : Chapter 11
:
ADVANTA CORP., *et al.*, : Case No. 09-13931 (KJC)
:
Debtors.¹ : (Jointly Administered)
:
: **Objection Deadline: 1/18/11 at 4:00 p.m. (EST)**
-----X

**TWELFTH MONTHLY APPLICATION OF RICHARDS, LAYTON & FINGER, P.A.
FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010**

Name of Applicant: Richards, Layton & Finger, P.A.

Authorized to Provide Professional Services to: the above-captioned debtors and debtors-in-possession

Date of Retention: December 3, 2009, *nunc pro tunc* to
November 8, 2009

Period for which compensation and reimbursement are sought: November 1, 2010 thru November 31, 2010

Amount of Compensation sought as actual, reasonable, and necessary: \$22,475.60 (80% of \$28,094.50)

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: \$974.57

This is a(n): X monthly interim final application

¹ The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

Prior Applications Filed:

Date Filed	Period Covered	Fees	Expenses
1/28/10	11/8/09 - 12/31/09	\$97,773.00	\$11,758.14
2/25/10	1/1/10 - 1/31/10	\$22,001.00	\$217.44
3/30/10	2/1/10 - 2/28/10	\$31,485.00	\$1,326.03
4/27/10	3/1/10 - 3/31/10	\$43,138.00	\$2,208.74
5/26/10	4/1/10 - 4/30/10	\$43,325.50	\$866.90
6/29/10	5/1/10 - 5/31/10	\$51,426.50	\$1,647.24
7/27/10	6/1/10 - 6/30/10	\$40,515.50	\$1,674.66
8/23/10	7/1/10 - 7/31/10	\$59,455.00	\$1,408.00
9/29/10	8/1/10 - 8/31/10	\$77,448.50	\$12,540.08
10/29/10	9/1/10 - 9/30/10	\$25,994.50	\$295.45
11/30/10	10/1/10 - 10/31/10	\$32,298.00	\$4,066.19

**COMPENSATION BY PROFESSIONAL
NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010**

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Mark D. Collins	Joined firm as associate in 1993. Director in 1998. Member of DE Bar since 1991.	\$675	0.3	\$202.50
Paul N. Heath	Joined firm as associate in 1999. Director in 2007. Member of DE Bar since 1998.	\$525	19.4	\$10,185.00
Marcos A. Ramos	Joined firm as associate in 2002. Counsel in 2008. Member of NY Bar since 1995, CA Bar since 1998, MD Bar since 2001 & DE Bar since 2003.	\$450	0.2	\$90.00
Chun I. Jang	Joined firm as associate in 2005. Member of DE Bar since 2006.	\$340	2.1	\$714.00
Lee E. Kaufman	Joined firm as associate in 2006. Member of DE Bar since 2006.	\$315	0.3	\$94.50
Zachary I. Shapiro	Joined firm as associate in 2007. Member of DE Bar since 2008.	\$290	40.0	\$11,600.00
Jamie E. Schairer	Paralegal since 2009. Joined firm in 2009.	\$195	22.4	\$4,368.00
Ann Jerominski	Paralegal since 1991. Joined firm in 2000.	\$195	0.5	\$97.50
Barbara J. Witters	Paralegal since 2000. Joined firm in 2000.	\$195	0.3	\$58.50
Janel Gates	Paralegal since 2007. Joined firm in 2007.	\$195	0.8	\$156.00

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Robyn K. Sinclair	Paralegal since 2010. Joined firm in 2010.	\$195	1.0	\$195.00
Cathy M. Greer	Paralegal since 1995. Joined firm in 2000.	\$195	1.3	\$253.50
Amy B. Anderson	Case Management Assistant.	\$100	0.8	\$80.00
TOTAL			89.4	\$28,094.50

Grand Total	\$28,094.50
Attorney Compensation	\$22,886.00
Total Attorney Hours	62.3
Blended Rate	\$367.35

Dated: December 28, 2010
Wilmington, Delaware

COMPENSATION BY PROJECT CATEGORY
NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

Project Category	Total Hours	Total Fees
Case Administration (A)	2.8	\$565.00
Creditor Inquiries (B)	0.0	\$0.00
Meetings (C)	0.0	\$0.00
Executory Contracts/Unexpired Leases (D)	0.0	\$0.00
Automatic Stay/Adequate Protection (E)	0.0	\$0.00
Plan of Re-Organization/Disclosure Statement (F)	19.7	\$6,653.50
Use, Sale, Lease of Assets (G)	5.8	\$1,846.50
Cash Collateral/DIP Financing (H)	0.0	\$0.00
Claims Administration (I)	3.9	\$1,203.50
Court Hearings (J)	26.9	\$8,858.00
General Corporate/Real Estate (K)	0.0	\$0.00
Schedules/SOFA/U.S. Trustee Reports (L)	4.6	\$1,324.50
Employee Issues (M)	0.0	\$0.00
Environmental (N)	0.0	\$0.00
Tax Issues (O)	0.0	\$0.00
Litigation/Adversary Proceedings (P)	11.0	\$4,048.00
RL&F Retention (Q-1)	0.0	\$0.00
Retention of Others (Q-2)	0.4	\$210.00
RL&F Fee Applications (R-1)	5.8	\$1,500.00
Fee Applications of Others (R-2)	6.4	\$1,476.00
Vendor/Supplies (S)	0.0	\$0.00
Non-Working Travel (T)	0.0	\$0.00
Utilities (U)	0.0	\$0.00
Insurance (V)	2.1	\$409.50
TOTAL	89.4	\$28,094.50

EXPENSE SUMMARY
NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile		\$0.00
Long Distance Telephone		\$125.10
In-House Reproduction (Duplication/Printing)	Copies - 440 @ \$.10/pg. Printing - 1,913 @ \$.10/pg.	\$235.30
Outside Reproduction		\$0.00
Legal Research		\$0.00
Filing/Court Fees	Courtcall LLC	\$30.00
Court Reporting	Veritext NY, Transcripts Plus	\$189.40
Travel Expenses		\$0.00
Inside Courier & Expense Carriers		\$0.00
Outside Courier & Expense Carriers	Blue Marble, Federal Express	\$208.17
Postage		\$0.00
Binding		\$12.00
Business Meals	<i>See attached chart</i>	\$151.64
Document Retrieval	Pacer	\$22.96
Record Retrieval		\$0.00
Room Rental		\$0.00
Professional Services		\$0.00
Overtime		\$0.00
TOTAL		\$974.57

BUSINESS MEAL DETAIL				
Date Posted	Provider	Meal & # of people	Description	Amount
11/2/2010	Mikimotos	Dinner for 1	ZIS - Review, revise and finalize for filing disclosure statement, plan and solicitation procedures motion	\$52.55
11/2/2010	Olive Garden	Dinner for 1	JZS - Efile chapter 11 plan, disclosure statement and solicitation procedures motion	\$17.61
11/3/2010	Grottos	Dinner for 1	CXG - File motion for authority to exercise ownership rights re: ins. Policies	\$13.59
11/17/2010	Rodney Grille	Breakfast for 5	Hearing 11/17/10	\$41.35
11/30/2010	Mikimotos	Dinner for 1	ZIS - Revise amended schedules	\$26.54
TOTAL				\$151.64

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FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
FOR REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE
DEBTORS AND DEBTORS-IN-POSSESSION FOR THE PERIOD
FROM NOVEMBER 1, 2010 THROUGH NOVEMBER 30, 2010**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), and the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “*Interim Compensation Order*”), Richards, Layton & Finger, P.A. (“*RL&F*”) hereby files this Twelfth Monthly Application for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 1, 2010 through November 30, 2010 (the “*Application*”). By this Application, RL&F seeks a monthly allowance pursuant to the Interim Compensation Order with respect to the sums of \$28,094.50 as

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

compensation and \$974.57 for reimbursement of actual and necessary expenses for a total of \$29,069.07 for the period November 1, 2010 through and including November 30, 2010 (the "*Compensation Period*"). In support of this Application, RL&F respectfully represents as follows:

Background

1. On November 8, 2009 (the "*First Filed Date*"), the majority of the above-captioned debtors and debtors in possession (collectively, the "*Debtors*") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. On November 20, 2009 (together with the First Filed Date, the "*Petition Date*"), the remainder of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. RL&F was retained effective as of the Petition Date by this Court's Order dated December 3, 2009 (the "*Retention Order*"). The Retention Order authorized RL&F to be compensated on an hourly basis and to be reimbursed for actual and necessary out-of-pocket expenses.

Compensation Paid and Its Source

3. All services for which compensation is requested by RL&F were performed for or on behalf of the Debtors.

4. Except to the extent of the retainer paid to RL&F as described in the application seeking approval of RL&F's employment by the Debtors during the period covered by this Application, RL&F has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between RL&F

and any other person other than the directors of RL&F for the sharing of compensation to be received for services rendered in these cases.

Fee Statements

5. The fee statement for the Compensation Period is attached hereto as Exhibit A. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for this period. To the best of RL&F's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Guidelines adopted by the Office of the United States Trustee, Del. Bankr. L.R. 2016-2, and the Interim Compensation Order.

Actual and Necessary Expenses

6. A summary of actual and necessary expenses and daily logs of expenses incurred by RL&F during the Compensation Period is attached hereto as Exhibit B. RL&F charges all of its bankruptcy clients \$0.10 per page for photocopying expenses and \$0.10 per page for printing jobs of ten pages or larger. RL&F also charges all of its clients \$0.25 per page for out-going facsimile transmissions. Actual long-distance carrier charges for outgoing facsimile transmissions are reflected in the long-distance telephone charges.

7. Regarding providers of on-line legal research (e.g., LEXIS and WESTLAW), RL&F charges all of its clients the standard usage rates these providers charge, which, due to contractual flat fees, may not always equal RL&F's actual cost. RL&F currently is under contract to pay these providers a flat fee every month. Charging its clients the on-line providers' standard usage rates allows RL&F to cover adequately the monthly flat fees it must pay to these types of providers.

8. RL&F believes the foregoing rates are the market rates that the majority of law firms charges clients for such services. In addition, RL&F believes that such charges are in accordance with the American Bar Association's ("*ABA*") guidelines, as set forth in the ABA's Statement of Principles, dated January 12, 1995, regarding billing for disbursements and other charges.

Summary of Services Rendered

9. The directors and associates of RL&F who have rendered professional services in these cases are as follows: Mark D. Collins, Paul N. Heath, Marcos A. Ramos, Chun I. Jang, Lee E. Kaufman and Zachary I. Shapiro. The paraprofessionals of RL&F who have provided service to these attorneys in these cases are as follows: Jamie E. Schairer, Ann Jerominski, Barbara J. Witters, Janel Gates, Robyn K. Sinclair, Cathy M. Greer and Amy B. Anderson.

10. RL&F, by and through the above-named persons, has prepared and/or assisted in the preparation of various applications and orders submitted to the Court for consideration, advised the Debtors on a regular basis with respect to various matters in connection with these cases, and has performed all necessary professional services which are described and narrated in detail hereinafter.

Summary of Services By Project

11. The services rendered by RL&F during the Compensation Period can be grouped into the categories set forth below. These categories are generally described below, with a more detailed identification of the actual services provided set forth on the attached Exhibit A. The attorneys and paraprofessionals who rendered services relating to each category are identified, along with the number of hours for each individual and the total compensation

sought for each category, in Exhibit A attached hereto.

A. Case Administration/Miscellaneous Matters

Fees: \$565.00: Total Hours: 2.8

This category includes all matters related to filing documents with the Court, service thereof, maintenance of calendars, communications with the U.S. Trustee, review of work in process reports, review of notices of appearance and maintaining service lists.

B. Creditor Inquiries

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to responding to creditor inquiries.

C. Meetings

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to preparing for and attending meetings with Debtors, the creditors' committees, individual creditors, the U.S. Trustee and co-counsel.

D. Executory Contracts/Unexpired Leases

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to contract and lease analysis and matters related to assumption, assignment or rejection of executory contracts and unexpired leases.

E. Automatic Stay/Adequate Protection

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to and including all motions to modify the automatic stay, issues related to the effect of the automatic stay or pending matters, and all other types of actions where adequate protection is the central issue.

F. Plan of Reorganization/Disclosure Statement

Fees: \$6,653.50: Total Hours: 19.7

This category includes all matters related to review, formulation, negotiation, preparation and promulgation of plans of reorganization, disclosure statements, and related corporate documentation and research relating thereto.

G. Use, Sale, Lease of Assets

Fees: \$1,846.50: Total Hours: 5.8

This category includes all matters relating to acquisitions, dispositions and other postpetition uses of property of the estate.

H. Cash Collateral/DIP Financing

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to negotiation and documentation of debtor in possession financing and post-confirmation financing, all cash collateral issues and related pleadings.

I. Claims Administration

Fees: \$1,203.50: Total Hours: 3.9

This category includes all matters related to and including claims administration matters and bar date matters, including claims objections and related contested matters.

J. Court Hearings

Fees: \$8,858.00: Total Hours: 26.9

This category includes all matters relating to preparation for and attendance at court hearings.

K. General Corporate/Real Estate

Fees: \$0.00: Total Hours: 0.0

This category includes all matters relating to transactional, corporate governance and related matters involving the debtors' business operations that are not part of a plan of reorganization or disclosure statement.

L. Schedules/SOFA/U.S. Trustee Reports

Fees: \$1,324.50: Total Hours: 4.6

This category includes preparation of schedules and amendments, statements of financial affairs and amendments, operating reports and other reports required by the U.S. Trustee or Bankruptcy Court.

M. Employee Issues

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to employee wages, benefits, collective bargaining issues, other employee relations matters, ERISA, and retirement benefits.

N. Environmental

Fees: \$0.00: Total Hours: 0.0

This category includes all environmental matters, other than environmental aspects of plan of reorganization.

O. Tax Issues

Fees: \$0.00: Total Hours: 0.0

This category includes all federal and state income, property, employment, excise and other tax matters, other than the tax aspects of plan of reorganization.

P. Litigation/Adversary Proceedings

Fees: \$4,048.00: Total Hours: 11.0

This category includes all matters relating to litigation and adversary proceedings.

Q-1. RL&F Applications

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to preparing applications to retain RL&F and supplements thereto.

Q-2. Retention of Others

Fees: \$210.00: Total Hours: 0.4

This category includes time spent reviewing applications for retention by other professionals, objecting to the retention of other professionals and assisting other professionals with preparing and filing retention applications.

R-1. RL&F Fee Application

Fees: \$1,500.00: Total Hours: 5.8

This category includes all time spent preparing, reviewing, filing, circulating and/or relating to monthly invoices and fee applications for RL&F.

R-2. Fee Application of Others

Fees: \$1,476.00: Total Hours: 6.4

This category includes time spent reviewing invoices or applications of other professionals, objecting to fees of other professionals and assisting other professionals with filing and circulating monthly invoices and applications.

S. Vendor/Supplies

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to vendors and suppliers, including reclamation issues.

T. Non-Working Travel

Fees: \$0.00: Total Hours: 0.0

This category includes all travel time not otherwise chargeable.

U. Utilities

Fees: \$0.00: Total Hours: 0.0

This category includes all matters related to utility issues.

V. Insurance

Fees: \$409.50: Total Hours: 2.1

This category includes all matters related to insurance policies or coverage.

Valuation of Services

12. Attorneys and paraprofessionals of RL&F have expended a total of 89.4 hours in connection with this matter during the Compensation Period, as follows:

<u>ATTORNEYS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Mark D. Collins	0.3	\$675
Paul N. Heath	19.4	\$525
Marcos A. Ramos	0.2	\$450
Chun I. Jang	2.1	\$340
Lee E. Kaufman	0.3	\$315
Zachary I. Shapiro	40.0	\$290

<u>PARAPROFESSIONALS</u>	<u>HOURS</u>	<u>HOURLY RATE</u>
Jamie E. Schairer	22.4	\$195
Ann Jerominski	0.5	\$195
Barbara J. Witters	0.3	\$195
Janel Gates	0.8	\$195
Robyn K. Sinclair	1.0	\$195
Cathy M. Greer	1.3	\$195
Amy B. Anderson	0.8	\$100

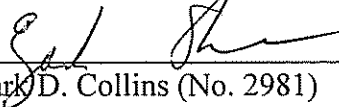
The nature of the work performed by these persons is fully set forth in Exhibit A attached hereto. These are RL&F's normal hourly rates for work of this character. The reasonable value of the services rendered by RL&F to the Debtors during the Compensation Period is \$28,094.50.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by RL&F is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, RL&F has reviewed the requirements of Del. Bankr. L.R. 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, RL&F respectfully requests that the Court authorize that for the period November 1, 2010 through November 30, 2010, an allowance be made to RL&F pursuant to the terms of the Interim Compensation Order, with respect to the sum of \$28,094.50 as compensation for necessary professional services rendered (80% of which equals \$22,475.60), and the sum of \$974.57 as 100% reimbursement of actual necessary costs and expenses, for a total of \$29,069.07 and that such sums be authorized for payment and for such other and further relief as this Court may deem just and proper.

Dated: December 28, 2010
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651-7700 (Telephone)
(302) 651-7701 (Facsimile)

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR DEBTORS
AND DEBTORS IN POSSESSION

VERIFICATION

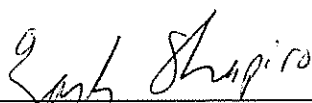
STATE OF DELAWARE)
) SS:
COUNTY OF NEW CASTLE)

Zachary I. Shapiro, after being duly sworn according to law, deposes and says:

- a) I am an associate with the applicant firm, Richards, Layton & Finger, P.A. and have been admitted to appear before this Court.

- b) I am familiar with the work performed on behalf of the Debtors by the lawyers in the firm.

- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed Del. Bankr. L.R. 2016-2, and submit that the Application substantially complies with such order.



Zachary I. Shapiro (No. 5103)

SWORN AND SUBSCRIBED before me
this 28th day of December, 2010.



Notary Public
My Commission Expires: 2/14/12

ANN JEROMINSKI
Notary Public - State of Delaware
My Comm. Expires Feb. 14, 2012

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

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Debtors.¹ : (Jointly Administered)
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: **Objection Deadline: 1/18/11 at 4:00 p.m. (EST)**
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NOTICE OF FEE APPLICATION

PLEASE TAKE NOTICE that Richards, Layton & Finger, P.A. (the “*Applicant*”) has today filed the attached **Twelfth Monthly Application of Richards, Layton & Finger, P.A. for Allowance of Compensation for Services Rendered and for Reimbursement of Expenses as Co-Counsel to the Debtors and Debtors-in-Possession for the Period from November 1, 2010 through November 30, 2010** (the “*Application*”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 (the “*Bankruptcy Court*”).

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be made in accordance with the *Order Pursuant to Sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016 Implementing Certain Procedures for the Interim Compensation and Reimbursement of Professionals* [Docket No. 102] (the “*Interim Compensation Order*”) and must be filed with the Clerk of the Bankruptcy Court, and be served

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are Advanta Corp. (2070), Advanta Investment Corp. (5627), Advanta Business Services Holding Corp. (4047), Advanta Business Services Corp. (3786), Advanta Shared Services Corp. (7074), Advanta Service Corp. (5625), Advanta Advertising Inc. (0186), Advantennis Corp. (2355), Advanta Mortgage Holding Company (5221), Advanta Auto Finance Corporation (6077), Advanta Mortgage Corp. USA (2654), Advanta Finance Corp. (8991), Advanta Ventures Inc. (5127), BE Corp. (8960), ideablob Corp. (0726), Advanta Credit Card Receivables Corp. (7955), Great Expectations International Inc. (0440), Great Expectations Franchise Corp. (3326), and Great Expectations Management Corp. (3328).

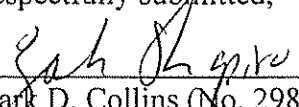
upon and received by (i) the Debtors, Advanta Corp., P.O. Box 844, Spring House, Pennsylvania 19477-844 (Attn: Philip M. Browne); (ii) counsel to the Debtors, Weil, Gotshal & Manges, LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Robert J. Lemons); (iii) local counsel to the Debtors, Richards Finger & Layton, P.A. One Rodney Square, 920 North King Street, Wilmington, Delaware 19801 (Attn: Chun I. Jang); (iv) counsel to Official Committee of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022-4834 (Attn: Roger G. Schwartz); (v) local counsel to the Official Committee of Unsecured Creditors, Drinker Biddle & Reath LLP, 1100 North Market Street, Suite 1000, Wilmington, Delaware 19801 (Attn: Howard A. Cohen); and (vi) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Dave Klauder) by no later than **4:00 p.m. (Eastern Standard Time) on January 18, 2011.**

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received in accordance with this notice and the Interim Compensation Order, a hearing on the Application will be held at the convenience of the Bankruptcy Court. Only those objections made in writing and timely filed and received in accordance with the Interim Compensation Order and the procedures described herein will be considered by the Bankruptcy Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, the Applicant may be paid an amount equal to the lesser of (i) 80 percent of the fees and 100 percent of expenses requested in the Application or (ii) 80 percent of the fees and 100 percent of the expenses not subject to a timely-filed objection without the need for further order of the Bankruptcy Court.

Dated: December 28, 2010
Wilmington, Delaware

Respectfully submitted,



Mark D. Collins (No. 2981)
Paul N. Heath (No. 3704)
Chun I. Jang (No. 4790)
Zachary I. Shapiro (No. 5103)
RICHARDS, LAYTON & FINGER, P.A.
One Rodney Square
920 North King Street
Wilmington, Delaware 19801
(302) 651-7700 (Telephone)
(302) 651-7701 (Facsimile)

- and -

WEIL, GOTSHAL & MANGES LLP
Marcia L. Goldstein
Robert J. Lemons
767 Fifth Avenue
New York, NY 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

ATTORNEYS FOR THE DEBTORS
AND DEBTORS IN POSSESSION

Exhibit A

Jay A. Dubow, Esq.
Advanta Corp.
Plymouth Corporate Center
625 W. Ridge Pike, Bldg. E,
Suite 100
Conshohocken PA 19428

December 28, 2010
Invoice 370220
Page 2
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Case Administration

09/13/10	Correspondence with D. Zeiser re: affidavit of service re: docket nos. 786 and 787 (.1); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
11/01/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.20 hrs.	100.00	\$20.00
11/03/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	100.00	\$10.00
11/03/10	Update critical dates calendar (.6); Email J. Webb re: updating group calendar re: critical dates (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
11/05/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/08/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.20 hrs.	100.00	\$20.00
11/11/10	Review docket for newly filed pleadings			
Paralegal	Janel Gates	0.10 hrs.	195.00	\$19.50
11/15/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	100.00	\$10.00
11/15/10	Update critical dates calendar			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/17/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	100.00	\$10.00

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December 28, 2010
Invoice 370220
Page 3
Client # 707765

Matter # 167839

11/22/10	Correspondence with D. Zabaha re: AOS re: docket no. 929 (.1); Review and approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
11/23/10	Maintain original pleadings			
Paralegal	Amy B. Anderson	0.10 hrs.	100.00	\$10.00
11/23/10	Correspondence with D. Zeiser re: AOS re: docket nos. 933 & 934 (.1); Review and approve same for filing (.2)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
11/24/10	Review AOS re: dockets nos. 942 and 943 (.2); Approve same for filing (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
Total Fees for Professional Services				\$565.00

TOTAL DUE FOR THIS INVOICE	\$565.00
BALANCE BROUGHT FORWARD	\$1,843.00
TOTAL DUE FOR THIS MATTER	\$2,408.00

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December 28, 2010
Invoice 370220
Page 4
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Plan of Reorganization/Disclosure Statement

11/01/10	E-mail correspondence with Z. Shapiro re: solicitation procedures motion (.2); Review draft of same (1.3)			
Director	Paul N. Heath	1.50 hrs.	525.00	\$787.50
11/01/10	Factual investigation re: solicitation procedures (1.4); Review plan and disclosure statement in light of same (.7)			
Associate	Zachary I. Shapiro	2.10 hrs.	290.00	\$609.00
11/02/10	Conference with Z. Shapiro re: filing of plan and disclosure statement			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
11/02/10	Efile chapter 11 plan (.2); Efile disclosure statement re: same (.3); Circulate both to distribution (.1); Efile solicitation procedures motion (.4); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
11/02/10	Conferences (x3) with Z. Shapiro re: plan and disclosure statement (.5); Review same for filing (1.2); Review solicitation procedures motion for filing (.3); Review email from Z. Shapiro re: service issue (.1)			
Director	Paul N. Heath	2.10 hrs.	525.00	\$1,102.50
11/02/10	Review, revise and finalize plan for filing (2.1); Review, revise and finalize disclosure statement for same for filing (1.6); Review motion to approve disclosure statement and solicitation procedures (.7); Call with V. Vron and Garden City re: issues with same (.5); Finalize motion to approve disclosure statement for filing (.8); Finalize notice of disclosure statement hearing (.4)			
Associate	Zachary I. Shapiro	6.10 hrs.	290.00	\$1,769.00
11/03/10	Review emails from K. Petriano and Z. Shapiro re: plan service issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

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December 28, 2010
Invoice 370220
Page 5
Client # 707765

Matter # 167839

11/04/10	Finalize and efile motion to extend exclusivity (.3). Coordinate service of same (.1); Discussion and email with Z. Shapiro re: same (.1)			
Paralegal	Ann Jerominski	0.50 hrs.	195.00	\$97.50
11/04/10	E-mail correspondence with Z. Shapiro re: exclusivity motion (.1); Review same for filing (.4)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
11/04/10	Review, revise and finalize for filing motion to further extend exclusivity (2.2); Correspondence with D. Griffiths re: same (.2)			
Associate	Zachary I. Shapiro	2.40 hrs.	290.00	\$696.00
11/09/10	Correspondence with D. Zeiser re: service of solicitation related materials (.1); Review affidavits of service re: same (.2); Correspondence with V. Vron re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
11/09/10	Correspondence (multiple) with L. Kaufman re: plan provision re: payment of professional fees (.3); Factual investigation re: same (.2); Call with L. Kaufman re: same (.1); Correspondence (multiple) with M. Collins re: same (.1); Correspondence (multiple) with R. Lindsay re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00
11/10/10	Review solicitation related service materials (.2); Correspondence with D. Zeiser re: same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
11/11/10	Telephone call with V. Vron re: exclusivity and committee issues re: same (.5); Conference with Z. Shapiro re: same (.1)			
Associate	Chun I. Jang	0.60 hrs.	340.00	\$204.00
11/18/10	E-mail correspondence with V. Vron and Z. Shapiro re: exclusivity motion			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

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December 28, 2010
Invoice 370220
Page 6
Client # 707765

Matter # 167839

11/18/10	Correspondence with V. Vron re: exclusivity motion (.3); Correspondence with P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
11/22/10	Correspondence with V. Vron re: comments to proposed solicitation procedures (.2); Factual investigation re: same (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00

Total Fees for Professional Services \$6,653.50

TOTAL DUE FOR THIS INVOICE	\$6,653.50
BALANCE BROUGHT FORWARD	\$12,382.00
TOTAL DUE FOR THIS MATTER	\$19,035.50

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December 28, 2010
Invoice 370220
Page 7
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Use, Sale of Assets

11/03/10	E-mail correspondence with Z. Shapiro re: insurance motion (.1); Conference with Z. Shapiro re: same (.1); Review draft motion to surrender insurance policies for filing (.4)			
Director	Paul N. Heath	0.60 hrs.	525.00	\$315.00
11/03/10	Review, revise and finalize for filing motion to surrender insurance policies			
Associate	Zachary I. Shapiro	3.10 hrs.	290.00	\$899.00
11/04/10	Correspondence with D. Griffiths re: service issues in connection with motion to surrender insurance policies (.3); Factual investigation re: same (.2)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
11/11/10	Correspondence with J. Papik re: committee's comments to motion to surrender life insurance policies (.2); Correspondence with D. Griffiths re: same (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
11/19/10	Review certification of counsel re: insurance policy motion			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/19/10	Review, revise and finalize order approving motion to surrender life insurance policies and related certification of counsel (.9); Correspondence with D. Griffiths re: same (.2)			
Associate	Zachary I. Shapiro	1.10 hrs.	290.00	\$319.00
Total Fees for Professional Services				\$1,846.50

TOTAL DUE FOR THIS INVOICE

\$1,846.50

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December 28, 2010
Invoice 370220
Page 8
Client # 707765

Matter # 167839

BALANCE BROUGHT FORWARD	\$5,759.80
TOTAL DUE FOR THIS MATTER	\$7,606.30

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December 28, 2010
Invoice 370220
Page 9
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Claims Administration

11/17/10	Email correspondence with GCG, Z. Shapiro and V. Vron re: claim issues			
Associate	Lee Kaufman	0.10 hrs.	315.00	\$31.50
11/17/10	Factual investigation re: claims issues (.5); Correspondence with V. Vron re: same (.4); Conference with P. Heath re: same (.1); Call with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	1.20 hrs.	290.00	\$348.00
11/18/10	Conference with Z. Shapiro re: claim issues (.2); E-mail correspondence with V. Vron and Z. Shapiro re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/19/10	Finalize and efile certification of counsel regarding revised order for fourth omnibus objection to claims			
Paralegal	Janel Gates	0.20 hrs.	195.00	\$39.00
11/19/10	Review certification of counsel re: 4th omnibus claims objection			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/19/10	Review and revise revised order granting fourth omnibus claim objection (.2); Correspondence with J. Ganesh re: same (.2); Review and revise same for filing and related certification of counsel (1.2)			
Associate	Zachary I. Shapiro	1.60 hrs.	290.00	\$464.00
11/22/10	Retrieve order re: 4th omnibus claims objection (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

Total Fees for Professional Services

\$1,203.50

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December 28, 2010
Invoice 370220
Page 10
Client # 707765

Matter # 167839

TOTAL DUE FOR THIS INVOICE	<u>\$1,203.50</u>
BALANCE BROUGHT FORWARD	<u>\$5,360.30</u>
TOTAL DUE FOR THIS MATTER	\$6,563.80

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December 28, 2010
Invoice 370220
Page 11
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Court Hearings

11/01/10	Conference with Z. Shapiro re: disclosure statement hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/02/10	Draft certification of counsel re: scheduling December omnibus hearing date (.1); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Coordinate delivery of same to chambers (.1); Efile notice of disclosure statement hearing (.2); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.70 hrs.	195.00	\$136.50
11/02/10	E-mail correspondence with Z. Shapiro re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/03/10	Retrieve order scheduling omnibus hearing date (.1); Serve same (.1); Update motion chart (.9)			
Paralegal	Jamie E. Schairer	1.10 hrs.	195.00	\$214.50
11/03/10	Review and revise for filing certification of counsel re: omnibus hearing date			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
11/04/10	Update motion chart (.1); Draft 11/24/10 hearing agenda (.7)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00
11/05/10	Update motion chart (.1); Update 11/24/10 hearing agenda (.2)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/12/10	Prepare for telephonic hearing re: committee motion to shorten notice re: 2004 motion (.9); Attend telephonic hearing re: same (.4)			
Associate	Chun I. Jang	1.30 hrs.	340.00	\$442.00

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December 28, 2010
Invoice 370220
Page 12
Client # 707765

Matter # 167839

11/12/10	Meet with P. Heath re: hearing scheduled re: Committee's rule 2004 motion (.1); Draft 11/17/10 hearing agenda (.4); Circulate same to P. Heath, C. Jang and Z. Shapiro for review (.1); Prepare 11/17/10 hearing binder for Judge Carey (.3)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
11/12/10	Coordinate telephonic appearances for V. Vron, B. Meyer, P. Heath and C. Jang			
Paralegal	Janel Gates	0.30 hrs.	195.00	\$58.50
11/12/10	Conference with C. Jang re: hearing (.2); E-mail correspondence (x2) with Z. Shapiro re: same (.3); Attend telephonic hearing (.5); E-mail correspondence with J. Gates re: same (.1); Review order shortening notice re: 2004 motion (.1); Conference with J. Schairer re: hearing (.1); E-mail correspondence with J. Schairer re: same (.1); E-mail correspondence with J. Schairer re: agenda (.1); Review draft agenda (.1)			
Director	Paul N. Heath	1.60 hrs.	525.00	\$840.00
11/15/10	Update motion chart (.1); Request transcript from 11/12/10 telephonic hearing (.2); Efile 11/17/10 hearing agenda (.1); Serve same (.1); Coordinate delivery of same along with 11/17/10 hearing binder to chambers (.1); Email from/to Z. Shapiro re: 11/12/10 hearing transcript (.1); Draft amended 11/17/10 hearing agenda (.2); Circulate same to Z. Shapiro for review (.1); Schedule telephonic appearance for R. Lemons for 11/17/10 hearing (.1); Circulate confirmation of same to R. Lemons and J. Reis (.1); Efile amended 11/17/10 hearing agenda (.1); Serve same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	1.50 hrs.	195.00	\$292.50
11/15/10	E-mail correspondence with V. Vron and R. Lemons re: agenda (.1); Conference with Z. Shapiro re: same (.1); Review same for filing (.2); E-mail correspondence (x2) with Z. Shapiro and V. Vron re: same (.3); E-mail correspondence (x2) with V. Vron re: hearing (.3); Conferences (x2) with Z. Shapiro re: same (.3); Review amended agenda (.1)			
Director	Paul N. Heath	1.40 hrs.	525.00	\$735.00

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December 28, 2010
Invoice 370220
Page 13
Client # 707765

Matter # 167839

11/15/10	Review, revise and finalize hearing agenda for 11/17 hearing (.4); Conference with L. Kaufman re: same (.1); Conference with P. Heath re: same (.1); Correspondence with V. Vron re: same (.1); Conference with J. Schairer re: filing and service of same (.1); Correspondence with V. Vron re: preparations for 11/17 hearing (.3); Correspondence with N. Hunt re: amending agenda (.2); Prepare amended agenda and finalize same for filing (.4); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	1.80 hrs.	290.00	\$522.00
11/16/10	Prepare 11/17/10 hearing binders for attorneys (.3); Circulate 11/12/10 hearing transcript to distribution (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
11/16/10	Review hearing transcript (.1); Conference with Z. Shapiro re: hearing (.1)			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/16/10	Prepare for 11/17 hearing on Committee's contested Rule 2004 motion			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
11/17/10	Request 11/17/10 hearing transcript			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/17/10	Prepare for hearing (.8); Conference with M. Goldstein and V. Vron re: hearing (.7); Hearing (Court appearance) (1.2); Conference with V. Vron, M. Goldstein, B. Meyer and J. Dubow re: same (.8); Conference with Z. Shapiro re: same (.2); Conference with M. Collins re: same (.1)			
Director	Paul N. Heath	3.80 hrs.	525.00	\$1,995.00
11/17/10	Prepare for, and assist in preparation with, contested hearing on Rule 2004 motions			
Associate	Zachary I. Shapiro	1.50 hrs.	290.00	\$435.00
11/18/10	Email from Z. Shapiro re: 11/24/10 agenda items (.1); Review docket for objections to agenda items (.1); Update motion chart (.2); Update 11/24/10 hearing agenda (.3); Circulate same to Z. Shapiro for review (.1)			
Paralegal	Jamie E. Schairer	0.80 hrs.	195.00	\$156.00

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December 28, 2010
Invoice 370220
Page 14
Client # 707765

Matter # 167839

11/18/10	Meeting with P. Heath re: results of hearing			
Director	Mark D. Collins	0.10 hrs.	675.00	\$67.50
11/18/10	E-mail correspondence with V. Vron and Z. Shapiro re: hearing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/19/10	Email from Z. Shapiro re: 11/24/10 hearing agenda (.1); Circulate 11/17/10 hearing transcript to distribution (.2); Revise 11/24/10 hearing agenda (.4); Circulate same to Z. Shapiro (.1); Prepare certification of counsel binder for Judge Carey (.7)			
Paralegal	Jamie E. Schairer	1.50 hrs.	195.00	\$292.50
11/19/10	Review hearing transcript (.2); E-mail correspondence with Z. Shapiro re: agenda (.1); Review same (.1)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/19/10	Review 11/17 hearing transcript (.2); Draft, review and revise agenda for 11/24 hearing (.6); Correspondence with V. Vron re: same (.2)			
Associate	Zachary I. Shapiro	1.00 hrs.	290.00	\$290.00
11/22/10	Efile 11/24/10 hearing agenda (.1); Serve same (.1); Coordinate delivery of same to chambers (.1); Schedule telephonic appearance for V. Vron for 11/24/10 hearing (.1); Email confirmation of same to V. Vron (.1); Attend to service issue re: 11/24/10 hearing agenda (.1); Draft amended 11/24/10 hearing agenda (.4); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Serve same (.1); Coordinate delivery of same to chambers (.1)			
Paralegal	Jamie E. Schairer	1.40 hrs.	195.00	\$273.00
11/22/10	Email correspondence with Z. Shapiro re: agenda issues (.1); Call with J. Madron and Z. Shapiro re: same (.1)			
Associate	Lee Kaufman	0.20 hrs.	315.00	\$63.00

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December 28, 2010
Invoice 370220
Page 15
Client # 707765

Matter # 167839

11/22/10	E-mail correspondence with Z. Shapiro and V. Vron re: agenda (.1); Review same for filing (.1); E-mail correspondence with Z. Shapiro and V. Vron re: hearing (.1); Conference with Z. Shapiro re: same (.1); Review amended agenda (.1)			
Director	Paul N. Heath	0.50 hrs.	525.00	\$262.50
11/22/10	Correspondence with V. Vron re: comments to agenda for 11/24 hearing (.2); Conference with P. Heath re: same (.1); Review, revise and finalize same for filing (.3); Correspondence with J. Schairer re: filing and service of same (.2); Correspondence with D. Zeiser re: service issue in connection with same (.1); Correspondence with J. Schairer re: same (.1); Correspondence with L. Kaufman re: same (.1); Call with A. Jerominski re: same (.1); Correspondence with N. Hunt re: filing amended agenda cancelling hearing (.1); Draft, revise and finalize same for filing (.4); Correspondence with J. Schairer re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	1.80 hrs.	290.00	\$522.00
11/30/10	Update motion chart			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00

Total Fees for Professional Services \$8,858.00

TOTAL DUE FOR THIS INVOICE	<u>\$8,858.00</u>
BALANCE BROUGHT FORWARD	\$17,684.60
TOTAL DUE FOR THIS MATTER	<u>\$26,542.60</u>

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December 28, 2010
Invoice 370220
Page 16
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Schedules/SOFA/U.S. Trustee Reports

11/01/10	Draft affidavit of service re: September monthly operating report			
Paralegal	Robyn K. Sinclair	0.10 hrs.	195.00	\$19.50
11/16/10	Attention to email from V. Vron re: monthly operating report			
Associate	Chun I. Jang	0.10 hrs.	340.00	\$34.00
11/16/10	Correspondence with V. Vron re: comments to October MOR (.2)			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
11/19/10	Correspondence with C. Wilson re: comments to October MOR (.2); Review same (.2); Correspondence with J. Madron re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
11/30/10	Efile October 2010 monthly operating report (.1); Coordinate delivery of same to UST (.1); Draft affidavit of service re: same (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/30/10	Review monthly operating report for filing			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/30/10	Call with J. Ganesh re: filing schedules and statements (.2); Conference with P. Heath re: same (.1); Prepare for filing of same (2.5)			
Associate	Zachary I. Shapiro	2.80 hrs.	290.00	\$812.00
11/30/10	Review, revise and finalize for filing October MOR (.4); Call and correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00

Total Fees for Professional Services

\$1,324.50

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December 28, 2010
Invoice 370220
Page 17
Client # 707765

Matter # 167839

TOTAL DUE FOR THIS INVOICE	<u>\$1,324.50</u>
BALANCE BROUGHT FORWARD	<u>\$2,024.80</u>
TOTAL DUE FOR THIS MATTER	\$3,349.30

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December 28, 2010
Invoice 370220
Page 18
Client # 707765

Matter # 167839

TOTAL DUE FOR THIS INVOICE	<u>\$0.00</u>
BALANCE BROUGHT FORWARD	\$2,178.90
TOTAL DUE FOR THIS MATTER	<u>\$2,178.90</u>

Jay A. Dubow, Esq.
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625 W. Ridge Pike, Bldg. E,
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December 28, 2010
Invoice 370220
Page 19
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Litigation/Adversary Proceedings

11/10/10	Retrieve Committee's expedited motion for rule 2004 examination of Debtors (.1); Retrieve motion to shorten re: same (.1); Circulate both to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/10/10	Review 2004 motion and motion to shorten			
Director	Paul N. Heath	1.10 hrs.	525.00	\$577.50
11/10/10	Review committee's Rule 2004 motion and related motion to shorten (.4); Conference with C. Jang re: same (.1); Correspondence with J. Schairer re: same (.1)			
Associate	Zachary I. Shapiro	0.60 hrs.	290.00	\$174.00
11/12/10	Retrieve order shortening notice re: Committee's rule 2004 motion (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/14/10	E-mail correspondence with V. Vron re: 2004 motion			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/15/10	Efile objection to Committee's expedited 2004 motion (.1); Coordinate delivery of same to chambers (.1); Coordinate service of same (1.5); Draft affidavit of service re: same (.3)			
Paralegal	Jamie E. Schairer	2.00 hrs.	195.00	\$390.00

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December 28, 2010
Invoice 370220
Page 20
Client # 707765

Matter # 167839

11/15/10	E-mail correspondence with V. Vron re: 2004 response (.2); Review and revise same (.9); Telephone call with V. Vron re: same (.3); E-mail correspondence with V. Vron and R. Lemons re: same (.2); E-mail correspondence (x2) with Z. Shapiro re: same (.3); Review revised 2004 response (.1); E-mail correspondence with V. Vron re: same (.1); Review e-mails from B. Rosoff and V. Vron re: same (.2); E-mail correspondence with V. Vron and Z. Shapiro re: same (.2)			
Director	Paul N. Heath	2.50 hrs.	525.00	\$1,312.50
11/15/10	Review and comment on response to Committee's rule 2004 motions (.8); Conference with P. Heath re: comments to same (.2); Finalize same for filing (.5)			
Associate	Zachary I. Shapiro	1.50 hrs.	290.00	\$435.00
11/16/10	Finalize and efile affidavit of service re: objection to committee's 2004 motion			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/17/10	Meeting with P. Heath re: 2004 motion			
Director	Mark D. Collins	0.20 hrs.	675.00	\$135.00
11/19/10	Retrieve certification of counsel re: order granting, in part, Committee's 2004 motion (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/19/10	Review certification of counsel and order re: 2004 request			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50
11/23/10	Retrieve order granting, in part, committee's 2004 motion (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/23/10	Review 2004 request order			
Director	Paul N. Heath	0.10 hrs.	525.00	\$52.50

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December 28, 2010
Invoice 370220
Page 21
Client # 707765

Matter # 167839

11/23/10	Review order approving, in part, Committee's rule 2004 motion (.2); Correspondence with J. Schairer re: distribution of same (.1)			
Associate	Zachary I. Shapiro	0.30 hrs.	290.00	\$87.00
11/30/10	Meet with Z. Shapiro re: deposition issues (.1); Draft email to co-counsel (.1)			
Director	Marcos A. Ramos	0.20 hrs.	450.00	\$90.00
11/30/10	E-mail correspondence with V. Vron and Z. Shapiro re: deposition issue (.2); E-mail correspondence with M. Ramos and M. Kaufman re: same (.2)			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/30/10	Correspondence with V. Vron re: Delaware deposition practice issues (.2); Legal research and factual investigation re: same (.2); Conferences with M. Ramos re: same (.2); Correspondence with M. Kaufman re: same (.1); Conference with P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.80 hrs.	290.00	\$232.00

Total Fees for Professional Services \$4,048.00

TOTAL DUE FOR THIS INVOICE	\$4,048.00
BALANCE BROUGHT FORWARD	\$21,700.10
TOTAL DUE FOR THIS MATTER	\$25,748.10

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December 28, 2010
Invoice 370220
Page 22
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Retention of Others

11/12/10	Telephone call with B. Rosoff re: retention issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/16/10	E-mail correspondence with B. Rosoff re: retention issue			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00

Total Fees for Professional Services \$210.00

TOTAL DUE FOR THIS INVOICE	<u>\$210.00</u>
BALANCE BROUGHT FORWARD	\$2,328.20
TOTAL DUE FOR THIS MATTER	<u>\$2,538.20</u>

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December 28, 2010
Invoice 370220
Page 23
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to RLF Fee Applications

11/04/10	Draft certification of no objection re: September fee application of RL&F			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/05/10	Update meal log			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/12/10	Review October 2010 bill memorandum			
Paralegal	Jamie E. Schairer	0.50 hrs.	195.00	\$97.50
11/15/10	Review October 2010 bill memorandum			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
11/22/10	Email Z. Shapiro re: informal responses to September fee application of RL&F (.1); Circulate certification of no objection re: September fee application of RL&F to Z. Shapiro for review (.1); Efile same (.1); Circulate September fee application of RL&F and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
11/22/10	Review, revise and finalize for filing CNO re: RLF's September fee application			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
11/29/10	Review revise bill memo for RLF October fee application			
Director	Paul N. Heath	0.40 hrs.	525.00	\$210.00
11/29/10	Review and revise RLF's October fee application (.8); Conference with P. Heath re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00

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December 28, 2010
Invoice 370220
Page 24
Client # 707765

Matter # 167839

11/30/10	Review October fee application of RL&F (.7); Draft notice of October fee application of RL&F (.1); Research re: address for Latham & Watkins's NY office (.1); Revise notice of October fee application of RL&F (.1); Efile October fee application of RL&F (.2); Serve same (.1)			
Paralegal	Jamie E. Schairer	1.30 hrs.	195.00	\$253.50
11/30/10	Review RLF fee application for filing			
Director	Paul N. Heath	0.20 hrs.	525.00	\$105.00
11/30/10	Review, revise and finalize for filing RL&F's October fee application (.6); Review, revise and finalize for filing notice of filing of same (.1)			
Associate	Zachary I. Shapiro	0.70 hrs.	290.00	\$203.00

Total Fees for Professional Services \$1,500.00

TOTAL DUE FOR THIS INVOICE	<u>\$1,500.00</u>
BALANCE BROUGHT FORWARD	\$4,492.80
TOTAL DUE FOR THIS MATTER	\$5,992.80

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December 28, 2010
Invoice 370220
Page 25
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Fee Applications of Others

11/04/10	Update fee application status chart (.7); Draft certification of no objection re: August fee application of WGM (.2)			
Paralegal	Jamie E. Schairer	0.90 hrs.	195.00	\$175.50
11/08/10	Review docket re: objections to September fee application of Alvarez & Marsal (.1); Circulate certification of no objection re: September fee application of Alvarez & Marsal to M. Napoliello and A. Sagat for review (.1); Circulate same to Z. Shapiro for review (.1); Efile same (.1); Circulate September fee application of Alvarez & Marsal and certification of no objection re: same to G. Hewitt for payment (.2); Retrieve August fee application of W. Smith (.1); Retrieve certification of no objection re: same (.1); Circulate both to G. Hewitt for payment (.1); Retrieve September fee application of W. Smith (.1); Retrieve certification of no objection re: same (.1); Circulate both to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	1.20 hrs.	195.00	\$234.00
11/08/10	Correspondence with J. Schairer re: CNO re: A&M's September fee application (.1); Correspondence with M. Napoliello re: same (.1); Review, revise and finalize same for filing (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00
11/16/10	Review FTI fee applications and FTI final fees to be paid (.7); E-mail to Z. Shapiro re: same (.1); Meet with Z. Shapiro re: same (.1)			
Paralegal	Robyn K. Sinclair	0.90 hrs.	195.00	\$175.50
11/16/10	Correspondence with N. Gordon re: FTI fee issues (.4); Calls with L. Park re: same (.2); Correspondence with L. Park re: same (.2); Correspondence with R. Sinclair re: same (.1)			
Associate	Zachary I. Shapiro	0.90 hrs.	290.00	\$261.00

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December 28, 2010
Invoice 370220
Page 26
Client # 707765

Matter # 167839

11/18/10	Finalize and file re: WG&M September fee application (.2); E-mail to Garden City re: service of same (.1)			
Paralegal	Barbara J. Witters	0.30 hrs.	195.00	\$58.50
11/18/10	Correspondence with J. Ganesh re: Weil's September fee application (.1) Finalize same for filing and notice of filing of same (.3); Correspondence with B. Witters re: filing and service of same (.1)			
Associate	Zachary I. Shapiro	0.50 hrs.	290.00	\$145.00
11/19/10	Update fee application status chart (.2); Draft certification of no objection re: September fee application of WGM (.2)			
Paralegal	Jamie E. Schairer	0.40 hrs.	195.00	\$78.00
11/22/10	Circulate certification of no objection re: August fee application of WGM to J. Ganesh for review (.1); Efile same (.1); Circulate August fee application of WGM and certification of no objection re: same to G. Hewitt for payment (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50
11/22/10	Review, revise and finalize CNO re: WGM's August fee application			
Associate	Zachary I. Shapiro	0.20 hrs.	290.00	\$58.00
11/23/10	Correspondence with J. Schairer re: status of Cozen fee applications (.2); Factual investigation re: same (.2)			
Associate	Zachary I. Shapiro	0.40 hrs.	290.00	\$116.00

Total Fees for Professional Services \$1,476.00

TOTAL DUE FOR THIS INVOICE	<u>\$1,476.00</u>
BALANCE BROUGHT FORWARD	\$8,385.80
TOTAL DUE FOR THIS MATTER	<u>\$9,861.80</u>

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December 28, 2010
Invoice 370220
Page 27
Client # 707765

Matter # 167839

For services through November 30, 2010
relating to Insurance

11/03/10	Provide paralegal support re: preparation for filing (1.0); File motion for authority to exercise ownership rights over certain insurance policies (.2); Coordinate service of same (.1)			
Paralegal	Cathy M. Greer	1.30 hrs.	195.00	\$253.50
11/03/10	Draft notice of motion to surrender policies			
Paralegal	Jamie E. Schairer	0.20 hrs.	195.00	\$39.00
11/04/10	Circulate as-filed version of motion to surrender policies to distribution			
Paralegal	Jamie E. Schairer	0.10 hrs.	195.00	\$19.50
11/19/10	Finalize and efile certification of counsel regarding ownership rights of insurance policies			
Paralegal	Janel Gates	0.20 hrs.	195.00	\$39.00
11/22/10	Retrieve order authorizing surrender of policies (.1); Serve same (.1); Circulate same to distribution (.1)			
Paralegal	Jamie E. Schairer	0.30 hrs.	195.00	\$58.50

Total Fees for Professional Services \$409.50

TOTAL DUE FOR THIS INVOICE	\$409.50
BALANCE BROUGHT FORWARD	\$32.70
TOTAL DUE FOR THIS MATTER	\$442.20

Jay A. Dubow, Esq.
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December 28, 2010
Invoice 370220
Page 28
Client # 707765

Summary of Hours

	Hours	Rate/Hr	Dollars
Amy B. Anderson	0.80	100.00	80.00
Ann Jerominski	0.50	195.00	97.50
Barbara J. Witters	0.30	195.00	58.50
Cathy M. Greer	1.30	195.00	253.50
Chun I. Jang	2.10	340.00	714.00
Jamie E. Schairer	22.40	195.00	4,368.00
Janel Gates	0.80	195.00	156.00
Lee Kaufman	0.30	315.00	94.50
Marcos A. Ramos	0.20	450.00	90.00
Mark D. Collins	0.30	675.00	202.50
Paul N. Heath	19.40	525.00	10,185.00
Robyn K. Sinclair	1.00	195.00	195.00
Zachary I. Shapiro	40.00	290.00	11,600.00
TOTAL	89.40	\$314.26	28,094.50

TOTAL DUE FOR THIS INVOICE

\$29,069.07

Payment may be made by wire transfer to our account at Wilmington Trust Company, Rodney Square North, Wilmington, Delaware 19890, Account No. 2264-1174, ABA No. 031100092. Please indicate on wire transfer the invoice number stated above.

Photocopying and printing are charged at \$0.10 per page. Telephone charges are billed at standard AT&T rates which may not be our cost.

PAYABLE WHEN RENDERED

707765

Exhibit B

RICHARDS LAYTON & FINGER

Jay A. Dubow, Esq.
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Plymouth Corporate Center
625 W. Ridge Pike, Bldg. E,
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Tax I.D. No.: 51-0226371

December 28, 2010
Invoice 370220

Page 1

Client # 707765

Matter # 167839

For disbursements incurred through November 30, 2010
relating to Advanta - Restructuring Advice

OTHER CHARGES:

Binding	\$12.00
Business Meals	\$151.64
Court Reporter Services	\$189.40
Document Retrieval	\$22.96
Filing Fees	\$30.00
Long distance telephone charges	\$125.10
Messenger and delivery service	\$208.17
Photocopying/Printing 440 @ \$.10 pg. / 1,913 @ \$.10 pg.	\$235.30

Other Charges	\$974.57
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TOTAL DUE FOR THIS INVOICE	\$974.57
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BALANCE BROUGHT FORWARD	\$4,066.19
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TOTAL DUE FOR THIS MATTER	\$5,040.76
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■ ■ ■

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www.rlf.com

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December 28, 2010
 Invoice 370220
 Page 29
 Client # 707765

Client: Advanta Corp.
Matter: Advanta - Restructuring Advice
 Case Administration
 Plan of Reorganization/Disclosure Statement
 Use, Sale of Assets
 Claims Administration
 Court Hearings
 Schedules/SOFA/U.S. Trustee Reports
 Tax Issues
 Litigation/Adversary Proceedings
 Retention of Others
 RLF Fee Applications
 Fee Applications of Others
 Insurance

Date	Description	Summary Phrase
11/01/10	12123108078 Long Distance Amount = \$6.95	LD
11/01/10	PACER Amount = \$0.56	DOCRETRI ---
11/02/10	12123108078 Long Distance Amount = \$5.56	LD
11/02/10	12123108078 Long Distance Amount = \$4.17	LD
11/02/10	Printing Amount = \$9.80	DUP
11/02/10	Printing Amount = \$1.20	DUP
11/02/10	Printing Amount = \$3.20	DUP
11/02/10	Printing Amount = \$6.50	DUP

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December 28, 2010
 Invoice 370220
 Page 30
 Client # 707765

11/02/10	Printing		DUP
		Amount = \$6.90	
11/02/10	Printing		DUP
		Amount = \$3.10	
11/02/10	Printing		DUP
		Amount = \$6.90	
11/02/10	Printing		DUP
		Amount = \$3.10	
11/03/10	GROTTO PIZZA, INC.: Food service 11/3-11/22/See enclosed		MEALSCL
		Amount = \$13.59	
11/03/10	Messenger and delivery, 11/2/10 from Olive Garden JZS		MEALSCL
		Amount = \$17.61	
11/03/10	Messenger and delivery, 11/2/10 from Mikimotos ZIS		MEALSCL
		Amount = \$52.55	
11/03/10	PACER		DOCRETRI ---
		Amount = \$1.20	
11/03/10	Printing		DUP
		Amount = \$11.40	
11/03/10	Printing		DUP
		Amount = \$1.30	
11/03/10	Printing		DUP
		Amount = \$1.30	
11/04/10	Delivery expense 11/3/2010		MESS
		Amount = \$3.20	
11/04/10	PACER		DOCRETRI ---
		Amount = \$3.68	
11/04/10	Printing		DUP
		Amount = \$1.30	
11/05/10	Printing		DUP
		Amount = \$1.50	
11/05/10	Printing		DUP
		Amount = \$1.30	
11/08/10	PACER		DOCRETRI ---
		Amount = \$3.60	

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December 28, 2010
 Invoice 370220
 Page 31
 Client # 707765

11/09/10	12153853776 Long Distance	LD
	Amount = \$6.95	
11/10/10	PACER	DOCRETRI
	Amount = \$6.56	---
11/11/10	12123108644 Long Distance	LD
	Amount = \$4.17	
11/12/10	VERITEXT/NY REPORTING CO.,: Invoice NY359847/Transcript of 11/12/2010/167839	CTRPT
	Amount = \$157.45	
11/12/10	12123108078 Long Distance	LD
	Amount = \$2.78	
11/12/10	PACER	DOCRETRI
	Amount = \$1.92	---
11/12/10	Printing	DUP
	Amount = \$2.00	
11/12/10	Printing	DUP
	Amount = \$12.20	
11/12/10	Printing	DUP
	Amount = \$1.60	
11/15/10	Binding/Tabs Velobinding	BIND
	Amount = \$12.00	
11/15/10	Photocopies	DUP
	Amount = \$44.00	
11/15/10	12123108078 Long Distance	LD
	Amount = \$22.24	
11/15/10	Printing	DUP
	Amount = \$3.30	
11/15/10	Printing	DUP
	Amount = \$6.60	
11/15/10	Printing	DUP
	Amount = \$46.20	
11/15/10	Printing	DUP
	Amount = \$1.30	
11/15/10	Printing	DUP
	Amount = \$1.70	
11/15/10	Printing	DUP
	Amount = \$1.70	

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December 28, 2010
Invoice 370220
Page 32
Client # 707765

11/16/10	12123108016 Long Distance	LD
	Amount = \$5.56	
11/16/10	16464531259 Long Distance	LD
	Amount = \$18.07	
11/16/10	Messenger and delivery, 11/15/2010, 10 After hours deliveries, ZIS/MXD	MESS
	Amount = \$60.00	
11/16/10	Messenger and delivery, 11/15/2010, Phillips Goldman, ZIS/MXD	MESS
	Amount = \$25.65	
11/16/10	Messenger and delivery, 11/15/2010, Murphy Spadaro, ZIS/MXD	MESS
	Amount = \$28.50	
11/16/10	Messenger and delivery, 11/15/2010, The Bailey Law Firm, ZIS/MXD	MESS
	Amount = \$17.10	
11/16/10	Messenger and delivery, 11/15/2010, Division of Unemployment, ZIS/MXD	MESS
	Amount = \$28.50	
11/16/10	Messenger and delivery, 11/15/2010, Bankruptcy Court, PNH/JZS	MESS
	Amount = \$4.50	
11/16/10	PACER	DOCRETRI
	Amount = \$0.16	---
11/17/10	RODNEY GRILLE: Invoice rg1117/ Food service 11/17/2010	MEALSCL
	Amount = \$41.35	
11/17/10	TRANSCRIPTS PLUS: Invoice 2010-386/ Transcript of 11/17/2010 hearing/167839	CTRPT
	Amount = \$31.95	
11/17/10	WEIL GOTSHAL & MANGES - Messenger and delivery	MESS
	Amount = \$20.95	
11/17/10	12123108078 Long Distance	LD
	Amount = \$19.46	
11/17/10	12154446420 Long Distance	LD
	Amount = \$19.46	

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December 28, 2010
Invoice 370220
Page 33
Client # 707765

11/17/10	12123108777 Long Distance	LD
	Amount = \$2.78	
11/17/10	Delivery expense 11/16/2010	MESS
	Amount = \$7.70	
11/17/10	PACER	DOCRETRI
	Amount = \$0.16	---
11/17/10	Printing	DUP
	Amount = \$1.50	
11/17/10	Printing	DUP
	Amount = \$1.50	
11/17/10	Printing	DUP
	Amount = \$1.50	
11/17/10	Printing	DUP
	Amount = \$1.50	
11/17/10	Printing	DUP
	Amount = \$1.50	
11/18/10	12123108078 Long Distance	LD
	Amount = \$6.95	
11/18/10	PACER	DOCRETRI
	Amount = \$0.88	---
11/18/10	Printing	DUP
	Amount = \$1.30	
11/18/10	Printing	DUP
	Amount = \$7.20	
11/19/10	Printing	DUP
	Amount = \$1.30	
11/19/10	Printing	DUP
	Amount = \$7.00	
11/19/10	Printing	DUP
	Amount = \$7.00	
11/19/10	Printing	DUP
	Amount = \$2.50	
11/19/10	Printing	DUP
	Amount = \$2.50	
11/19/10	Printing	DUP
	Amount = \$1.30	

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December 28, 2010
 Invoice 370220
 Page 34
 Client # 707765

11/19/10	Printing	Amount = \$1.30	DUP
11/19/10	Printing	Amount = \$1.80	DUP
11/19/10	Printing	Amount = \$7.00	DUP
11/22/10	Messenger and delivery, 11/17/2010, Adj NY, PNH	Amount = \$1.17	MESS
11/22/10	PACER	Amount = \$3.36	DOCRETRI ---
11/23/10	11/22/10 - LOCAL DELIVERY - ZIS	Amount = \$3.20	MESS
11/23/10	11/22/10 - TO BANKRUPTCY COURT - ZIS/JZS	Amount = \$4.50	MESS
11/24/10	COURTCALL LLC: Acct CCDA 05-1619/ Services 11/22-12/2	Amount = \$30.00	FLFEE
11/30/10	Delivery expense 11/30/2010	Amount = \$3.20	MESS
11/30/10	Messenger and delivery, 11/30/2010, From Mikimotos, ZIS	Amount = \$26.54	MEALSCL
11/30/10	PACER	Amount = \$0.88	DOCRETRI ---
11/30/10	Printing	Amount = \$2.40	DUP
11/30/10	Printing	Amount = \$2.40	DUP
11/30/10	Printing	Amount = \$1.30	DUP
11/30/10	Printing	Amount = \$2.10	DUP

TOTALS FOR 707765

Advanta Corp.

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December 28, 2010
Invoice 370220
Page 35
Client # 707765

Expenses \$974.57